

**2015 Shareholder Resolution****DISNEY – Co-filed with Sisters of St. Francis of Philadelphia**

Request: Report On The Public Health Impacts Of Smoking In All Of The Company's Movies,
Including Analysis Of The Company's Exposure To Reputational, Legal, And Financial Risk

WHEREAS:

Smoking tobacco is the leading cause of preventable death in the United States.

The landmark 2012 US Surgeon General report, Preventing Tobacco Use Among Youth and Young Adults concluded, “there is a causal relationship between depictions of smoking in the movies and the initiation of smoking among young people...An MPAA [Motion Picture Association of America] policy to give films with smoking an adult (R) rating...could eliminate...and reduce the exposure of youth to smoking in movies.”

Based on the Surgeon General’s report, in 2014 the Centers for Disease Control and Prevention (CDC) concluded: “Giving an R rating to future movies with smoking would be expected to reduce the number of teen smokers by nearly one in five (18%) and prevent one million deaths from smoking among children alive today.”

CDC also concluded: “The data show that individual movie company policies alone have not been shown to be efficient at minimizing smoking in movies. Studios with policies have had more tobacco incidents in 2013 than 2010.”

Thirty-eight State Attorneys General wrote to the major studios urging elimination of tobacco depictions in youth-rated movies, “Given the scientific evidence...the [film] industry cannot justify failing to eliminate smoking from youth-rated movies...Each time the industry releases another movie that depicts smoking, it does so with the full knowledge of the harm it will bring children who watch it.”

The American Medical Association, American Heart Association, American Lung Association, American Academy of Pediatrics, and the World Health Organization support the Surgeon General’s recommendation.

The Walt Disney Company recognized this significant social issue, adopted a policy in 2004 (revised 2012), and reduced smoking in its youth rated movies to fewer than 4 incidents per film, on average from 2006 to 2010. Since 2011, however, the company’s PG-13 movies have delivered an average of 2.6 billion tobacco impressions to domestic moviegoers from 2011 through 2013, second highest among all MPAA-member companies.

In multiple dialogues, shareholders asked senior management to utilize its membership in MPAA to encourage the organization to support the Surgeon General’s R rating request. However, the MPAA continues to give G, PG, and PG-13 ratings to films containing smoking, consequently risking 1,000,000 lives.

THEREFORE BE IT RESOLVED:

Shareholders request that the Board of Directors publish within six months, at reasonable cost and excluding proprietary information, a report on the public health impacts of smoking in all of its movies, including analysis of the company’s exposure to reputational, legal, and financial risk based on the public health impact of smoking in movies identified by the Surgeon General and CDC. This should include all films produced or distributed by the Company.

SUPPORTING STATEMENT:

Shareholders request that company’s report include estimate of attributable smoking deaths from its films, utilizing quantitative metrics generated internally, as well as third-party statistics, including those from the CDC and the Center for Tobacco Control Research and Education at University of California San Francisco.